

Southern Pacific Transportation Company

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No. 122

Date FEB 28 1979

Fee \$10.00

February 12, 1979

RECORDATION NO. 1425

FEB 26 1979 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

G 4577-1-1

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mr. Homme:

Enclosed herewith, for recording pursuant to Section 11303 of the Interstate Commerce Act, are four counterparts of Supplement to Agreement F, dated as of January 1, 1979, together with this Company's voucher in the amount of \$10.00 in payment of the recording fee. Please assign this document a recordation number sequential to that given the Railroad Equipment Leasing Agreement noted below under "Prior Recordations."

The following information is set forth in accordance with the Commission's regulations, 49 C.F.R. Part 1116:

Parties to the Transaction:

Lessee: Evergreen Freight Car Corporation
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Assignee and Substituted Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment

- 99 Box Cars; AAR Mechanical designation RB, formerly lettered EFCX and numbered within the series 3901 through 4400, both inclusive, relettered SP and renumbered as set forth therein.

Prior Recordations

Railroad Equipment Leasing Agreement dated as of February 17, 1972, between The Commonwealth Plan, lessor, and Evergreen Freight Car Corporation, lessee, and Assignment dated as of February 23, 1972, from The Commonwealth Plan, Inc., to the First National Bank of Boston, both recorded March 20, 1972, at 10:50 a.m., and assigned Recordation No. 6532.

6532-A: Agreement F dated as of July 1, 1978, recorded December 28, 1978;

6532-B: Confirmatory Assignment and Assignment, recorded December 28, 1978; and

6532-C: Supplement to Agreement F, recorded January 22, 1979.

When recording of the Second Supplement has been completed, please return two counterparts of the document, with evidence of recording endorsed thereon, to me.

Very truly yours,



Karen Ackerman
Attorney

SECOND
SUPPLEMENT TO AGREEMENT F

RECORDATION NO. 6522 Filed 1425

FEB 26 1979 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of January 1, 1979, to Agreement F dated as of July 1, 1978, by and among The Commonwealth Plan, Inc. ("Commonwealth"), Evergreen Freight Car Corporation ("EFCC"), and Southern Pacific Transportation Company ("SPT"). During the calendar quarter ending December 31, 1978, SPT accepted delivery from EFCC of ninety-nine (99) of the box cars which are the subject of said Agreement. Each of said 99 box cars is identified by its former car number and its current SPT car number on the schedule attached hereto and made a part hereof. In accordance with Agreement F, SPT's rights and obligations under said Agreement F with respect to each of said 99 box cars commenced on the date indicated on said schedule for such box car.

Southern Pacific Transportation Company

By

Bruce J. McPherson
Assistant Vice President and Treasurer

Attest:

[Signature]
Senior Assistant
Secretary

Evergreen Freight Car Corporation

By

[Signature]
President and Treasurer

Attest:

[Signature]
Assistant Secretary

STATE OF CALIFORNIA


)

) ss.

COUNTY OF SAN FRANCISCO

)

On the 7th day of FEBRUARY, 1979, personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Gene H. Ollinger
Notary Public

STATE OF CALIFORNIA

)

) ss.

COUNTY OF SAN FRANCISCO

)

On the 7th day of FEBRUARY, 1979, personally appeared C. B. NINES, to me personally known, who being by me duly sworn, says that he is the President of Evergreen Freight Car Company, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Gene H. Ollinger
Notary Public

RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT F

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>	<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX 3919	SP 292629	November 1978	EFCX 4299	SP 292996	November 1978	EFCX 4166	SP 292864	December 1978
3950	292659	"	4309	293006	"	4171	292869	"
3966	292675	"	4311	293008	"	4205	292902	"
3969	292678	"	4316	293013	"	4224	292921	"
4007	292714	"	4341	293038	"	4241	292938	"
4009	292716	"	4345	293042	"	4263	292960	"
4015	292722	"	4350	293047	"	4268	292965	"
4016	292723	"	4361	293058	"	4271	292968	"
4017	292724	"	4367	293064	"	4289	292986	"
4040	292746	"	4374	293071	"	4298	292995	"
4051	292757	"	4377	293073	"	4308	293005	"
4052	292758	"	4385	293081	"	4330	293027	"
4054	292760	"	4386	293082	"	4338	293035	"
4066	292772	"	4387	293083	"	4342	293039	"
4073	292779	"	3921	292631	December 1978	4352	293049	"
4079	292785	"	3935	292644	"	4360	293057	"
4140	292840	"	3949	292658	"	4399	293095	"
4155	292853	"	3999	292706	"	3907	292618	January 1979
4185	292882	"	4006	292713	"	3923	292633	"
4199	292896	"	4008	292715	"	3936	292645	"
4217	292914	"	4077	292783	"	3963	292672	"
4218	292915	"	4093	292799	"	3967	292676	"
4256	292953	"	4153	292851	"	3988	292696	"
4259	292956	"	4154	292852	"	4011	292718	"
4266	292963	"	4160	292858	"	4034	292740	"

RENUMBERING SCHEDULE FOR SUPPLEMENT TO AGREEMENT F

<u>Original Car Numbering</u>	<u>New Car Numbering</u>	<u>Month of Assumption by SPT</u>
EFCX 4039	SP 292745	January 1979
4044	292750	"
4045	292751	"
4046	292752	"
4072	292778	"
4103	292809	"
4120	292823	"
4122	292824	"
4124	292826	"
4135	292835	"
4137	292837	"
4144	292843	"
4145	292844	"
4156	292854	"
4181	292878	"
4182	292879	"
4204	292901	"
4242	292939	"
4252	292949	"
4261	292958	"
4303	293000	"
4313	293010	"
4340	293037	"
4370	293067	"

Total Units = 99